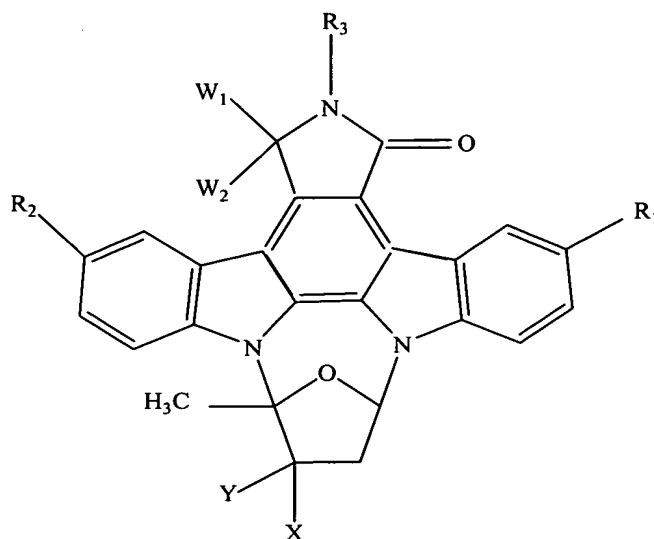


This listing of claims will replace all prior versions, and listings, of claims in the application.

*Listing of Claims*

1. *(currently amended)* A compound of formula (I):



wherein:

one of R<sup>1</sup> and R<sup>2</sup> is selected from the group consisting of:

a) -CO(CH<sub>2</sub>)<sub>j</sub>R<sup>4</sup>, wherein j is 1 to 6, and R<sup>4</sup> is selected from the group consisting of:

1) halogen;

2) -NR<sup>5</sup>R<sup>6</sup>, wherein R<sup>5</sup> and R<sup>6</sup> independently are hydrogen, substituted lower alkyl, unsubstituted lower alkyl, substituted aryl, unsubstituted aryl, substituted heteroaryl, unsubstituted heteroaryl, substituted aralkyl, unsubstituted aralkyl, lower alkylaminocarbonyl, or lower alkoxy carbonyl; or R<sup>5</sup> and R<sup>6</sup> are combined with the nitrogen atom to which they are attached to form a heterocyclic group selected from the group consisting of pyrrolidinyl, piperidinyl, piperidino, morpholinyl, morpholino, thiomorpholino, N-methylpiperazinyl, indolyl, and isoindolyl;

3) N<sub>3</sub>;

- 4)  $-SR^{27}$ , wherein  $R^{27}$  is selected from the group consisting of:
- i) hydrogen;
  - ii) substituted lower alkyl;
  - iii) unsubstituted lower alkyl;
  - iv) substituted aryl;
  - v) unsubstituted aryl;
  - vi) substituted heteroaryl;
  - vii) unsubstituted heteroaryl;
  - viii) substituted aralkyl;
  - ix) unsubstituted aralkyl;
  - x) thiazolinyl;
  - xi)  $-(CH_2)_aCO_2R^{28}$ , wherein a is 1 or 2, and  $R^{28}$  is selected from the group consisting of: hydrogen and lower alkyl; and
  - xii)  $-(CH_2)_aCONR^5R^6$ ; and
- 5)  $OR^{29}$  (wherein  $R^{29}$  is hydrogen, substituted lower alkyl, unsubstituted lower alkyl, or  $CO_2R^{30}$  (wherein  $R^{30}$  is hydrogen, lower alkyl, substituted aryl, unsubstituted aryl, substituted heteroaryl, or unsubstituted heteroaryl));
- b)  $-CH(OH)(CH_2)_bR^{4A}$ , wherein b is 1 to 6 and  $R^{4A}$  is hydrogen or the same as  $R^4$ ;
  - c)  $-(CH_2)_dCHR^{31}CO_2R^{32}$ , wherein d is 0 to 5,  $R^{31}$  is hydrogen,  $-CONR^5R^6$ , or  $CO_2R^{33}$  (wherein  $R^{33}$  is hydrogen or lower alkyl), and  $R^{32}$  is hydrogen or lower alkyl;
  - d)  $-(CH_2)_dCHR^{31}CONR^5R^6$ ;
  - e)  $-(CH_2)_kR^7$ , wherein k is 2 to 6, and  $R^7$  is halogen,  $CO_2R^8$  (wherein  $R^8$  is hydrogen, lower alkyl, substituted aryl, unsubstituted aryl, substituted heteroaryl, or unsubstituted heteroaryl),  $CONR^5R^6$ , substituted aryl, unsubstituted aryl, substituted heteroaryl, unsubstituted heteroaryl,  $OR^9$  (wherein  $R^9$  is hydrogen, substituted lower alkyl, unsubstituted lower alkyl, acyl, substituted aryl, or unsubstituted aryl),  ~~$SR^{27B}$  (wherein  $R^{27B}$  is the same as  $R^{27}$ )~~,  $NR^{10}R^{11}$  (wherein  $R^{10}$  and  $R^{11}$  are the same as  $R^5$  and  $R^6$ ) or  $N_3$ ;
  - f)  $-CH=CH(CH_2)_mR^{12}$  wherein m is 0 to 4, and  $R^{12}$  is hydrogen, lower alkyl,  $CO_2R^{8A}$  (wherein  $R^{8A}$  is the same as  $R^8$ ),  $-CONR^5R^6$ , substituted aryl, unsubstituted

aryl, substituted heteroaryl, unsubstituted heteroaryl, OR<sup>9A</sup> (wherein R<sup>9A</sup> is the same as R<sup>9</sup>), or NR<sup>10A</sup>R<sup>11A</sup> (wherein R<sup>10A</sup> and R<sup>11A</sup> are the same as R<sup>5</sup> and R<sup>6</sup>);

- g) -CH-C(CO<sub>2</sub>R<sup>33A</sup>)<sub>2</sub>, wherein R<sup>33A</sup> is the same as R<sup>33</sup>;
- h) -C≡C(CH<sub>2</sub>)<sub>n</sub>R<sup>13</sup>, wherein n is 0 to 4, and R<sup>13</sup> is the same as R<sup>12</sup>;
- i) -CH<sub>2</sub>OR<sup>44</sup>, wherein R<sup>44</sup> is substituted lower alkyl;

and the other of R<sup>1</sup> or R<sup>2</sup> is selected from the group consisting of

j) hydrogen, lower alkyl, halogen, acyl, nitro, NR<sup>14</sup>R<sup>15</sup> (wherein R<sup>14</sup> or R<sup>15</sup> is hydrogen or lower alkyl, and the other is hydrogen, lower alkyl, acyl, carbamoyl, lower alkylaminocarbonyl, substituted arylaminocarbonyl or unsubstituted arylaminocarbonyl);

k) -CH(SR<sup>34</sup>)<sub>2</sub>, wherein R<sup>34</sup> is lower alkyl or alkylene;

l) -CH<sub>2</sub>R<sup>35</sup>, wherein R<sup>35</sup> is OR<sup>36</sup> (wherein R<sup>36</sup> is tri-lower alkyl silyl in which the three lower alkyl groups are the same or different, or is the same as R<sup>29</sup>), or SR<sup>37</sup> (wherein R<sup>37</sup> is the same as R<sup>27</sup>);

m) -CO(CH<sub>2</sub>)<sub>q</sub>R<sup>16</sup>, wherein q is 1 to 6, and R<sup>16</sup> is the same as R<sup>4</sup>;

n) -CH(OH)(CH<sub>2</sub>)<sub>e</sub>R<sup>38</sup>, wherein e is 1 to 6, and R<sup>38</sup> is the same as R<sup>4A</sup>;

o) -(CH<sub>2</sub>)<sub>f</sub>CHR<sup>39</sup>CO<sub>2</sub>R<sup>40</sup>, wherein f is 0 to 5, R<sup>39</sup> is the same as R<sup>31</sup> and R<sup>40</sup> is the same as R<sup>32</sup>;

p) -(CH<sub>2</sub>)<sub>r</sub>R<sup>17</sup>, wherein r is 2 to 6, and R<sup>17</sup> is the same as R<sup>7</sup>;

q) -CH=CH(CH<sub>2</sub>)<sub>t</sub>R<sup>18</sup>, wherein t is 0 to 4, and R<sup>18</sup> is the same as R<sup>12</sup>;

r) -CH=C(CO<sub>2</sub>R<sup>33B</sup>)<sub>2</sub>, wherein R<sup>33B</sup> is the same as R<sup>33</sup>;

s) -C≡C(CH<sub>2</sub>)<sub>u</sub>R<sup>19</sup>, wherein u is 0 to 4, and R<sup>19</sup> is the same as R<sup>13</sup>;

R<sup>3</sup> is hydrogen, acyl, or lower alkyl;

X is selected from the group consisting of:

- a) hydrogen;
- b) formyl;
- c) lower alkoxy carbonyl;
- d) -CONR<sup>20</sup>R<sup>21</sup>, wherein:  
R<sup>20</sup> and R<sup>21</sup> independently are:  
hydrogen;  
lower alkyl;

-CH<sub>2</sub>R<sup>22</sup>, wherein R<sup>22</sup> is hydroxy, or  
-NR<sup>23</sup>R<sup>24</sup> (wherein R<sup>23</sup> or R<sup>24</sup> is hydrogen or lower alkyl, and the other is hydrogen, lower alkyl, or the residue of an α-amino acid in which the hydroxy group of the carboxyl group is excluded, wherein said α-amino acid is glycine, alanine, proline, glutamic acid, or lysine, or R<sup>23</sup> and R<sup>24</sup> are combined with the nitrogen atom to which they are attached to form a heterocyclic group selected from the group consisting of pyrrolidinyl, piperidinyl, piperidino, morpholinyl, morpholino, thiomorpholino, N-methylpiperazinyl, indolyl, and isoindolyl); and

e) -CH=N-R<sup>25</sup>, wherein R<sup>25</sup> is hydroxy, lower alkoxy, amino, guanidino, or imidazolylamino;

Y is hydroxy, lower alkoxy, aralkyloxy, or acyloxy; or

X and Y combined represent, -X-Y-, =O, -CH<sub>2</sub>O(C=O)O-, -CH<sub>2</sub>OC(=S)O-, -CH<sub>2</sub>NR<sup>26</sup>C(=O)- (wherein R<sup>26</sup> is hydrogen or lower alkyl), -CH<sub>2</sub>NHC(=S)O-, -CH<sub>2</sub>OS(=O)O-, or -CH<sub>2</sub>OC(CH<sub>3</sub>)<sub>2</sub>O-; and

W<sup>1</sup> and W<sup>2</sup> are hydrogen, or W<sup>1</sup> and W<sup>2</sup> together represent oxygen;

wherein said substituted aryl, said substituted heteroaryl, said substituted aralkyl, or said substituted arylaminocarbonyl comprises 1 to 3 independent substitutions selected from the group consisting of lower alkyl, hydroxy, lower alkoxy, carboxyl, lower alkoxy carbonyl, nitro, amino, mono-lower alkylamino, di-lower alkylamino, and halo;

wherein said substituted lower alkyl, said lower alkoxy, said substituted lower alkoxy carbonyl, and mono-lower alkylamino or di-lower alkylamino comprises 1 to 3 independent substitutions selected from the group consisting of hydroxy, lower alkoxy, carboxyl, lower alkoxy carbonyl, nitro, amino, mono-lower alkylamino, di-lower alkylamino, dioxolane, dioxane, dithiolane, and dithione;

wherein said heteroaryl is pyridyl, pyrimidyl, pyrrolyl, furyl, thienyl, imidazolyl, triazolyl, tetrazolyl, quinolyl, isoquinolyl, benzoimidazolyl, thiazolyl or benzothiazolyl;

or a pharmaceutically acceptable salt thereof.

2. (original) The compound of claim 1 wherein:

a) one of  $R^1$  and  $R^2$  is selected from the group consisting of  $-(CH_2)_kR^7$ ,  $-CH=CH(CH_2)_mR^{12}$ ,  $-C\equiv C(CH_2)_nR^{13}$ ,  $-CO(CH_2)_jSR^{27}$  and  $-CH_2OR^{44}$ , wherein  $R^{44}$  is methoxymethyl, ethoxymethyl, or methoxyethyl;

and the other of  $R^1$  and  $R^2$  is selected from the group consisting of  $-(CH_2)_rR^{17}$ ,  $-CH=CH(CH_2)_tR^{18}$ ,  $-C=C(CH_2)_uR^{19}$ ,  $NR^{14}R^{15}$ , hydrogen, halogen, nitro,  $-CH_2O$ , substituted lower alkyl, unsubstituted lower alkyl,  $-CO(CH_2)_qSR^{27}$ ,  $-CH_2R^{35}$ , wherein  $R^{35}$  is  $OR^{36}$ , and  $-CH_2SR^{37}$ , wherein  $R^{37}$  is selected from the group consisting of lower alkyl, pyridyl, and benzimidazole;

b) k and r are each 2, 3, or 4;

c) j and q are each 1 or 2;

d)  $R^7$  and  $R^{17}$  are:

1) selected independently from the group consisting of: phenyl, pyridyl, imidazolyl, thiazolyl, or tetrazolyl; or

2) selected pairwise, from the group consisting of:

i)  $-CO_2R^8$  and  $CO_2R^{8A}$ , where  $R^8$  and  $R^{8A}$ , independently, are hydrogen, methyl, ethyl, or phenyl;

ii)  $-OR^9$  and  $-OR^{9A}$ , where  $R^9$  and  $R^{9A}$ , independently, are hydrogen, methyl, ethyl, phenyl, or acyl;

iii)  $-SR^{27B}$ , where  $R^{27B}$  is selected from the group consisting of unsubstituted lower alkyl, 2-thiazoline, and pyridyl; and

iv)  $-NR^{10}R^{11}$  and  $-NR^{14}R^{15}$ , where  $R^{10}$ ,  $R^{11}$ ,  $R^{14}$ , and  $R^{15}$ , independently, are selected from the group consisting of hydrogen, methyl, ethyl, phenyl, carbamoyl, and lower alkylaminocarbonyl;

e)  $R^{27}$  is selected from the group consisting of substituted lower alkyl, unsubstituted lower alkyl, substituted phenyl, unsubstituted phenyl, pyridyl, pyrimidinyl, thiazole, and tetrazole;

f)  $R^{36}$  is selected from the group consisting of methoxymethyl, ethoxymethyl, and methoxyethyl;

g) m, n, t and u each is 0 or 1; and

h)  $R^{12}$ ,  $R^{13}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group

consisting of hydrogen, methyl ethyl, phenyl, pyridyl, imidazole, thiazole, tetrazole,  $-\text{CO}_2\text{R}^8$ ,  $-\text{OR}^9$ , and  $\text{NR}^{10}\text{R}^{11}$ , wherein  $\text{R}^8$ ,  $\text{R}^9$ ,  $\text{R}^{10}$ , and  $\text{R}^{11}$  each is hydrogen, methyl, ethyl, or phenyl.

3. *(original)* The compound of claim 2, wherein  $\text{R}^3$  is hydrogen or acetyl, X is hydroxymethyl or lower alkoxy carbonyl, Y is hydroxy or acetyloxy, and  $\text{W}^1$  and  $\text{W}^2$  are hydrogen.

4. *(original)* The compound of claim 3, wherein X is methoxycarbonyl, Y is hydroxy, and  $\text{R}^3$  is hydrogen.

5. *(previously presented)* The compound of claim 3 wherein:

one of  $\text{R}^1$  and  $\text{R}^2$  is selected from the group consisting of methoxycarbonylvinyl, ethoxycarbonylvinyl, styryl, 2-pyridylvinyl, 4-pyridylvinyl, 2-pyridylethyl, 4-pyridylethyl, phenylethyl, methoxypropynyl, hydroxypropynyl,  $-\text{COCH}_2\text{SEt}$ ,  $-\text{C}\equiv\text{CCH}_2\text{NMeBn}$ ,  $-\text{CH}=\text{CHEt}$ ,  $-(\text{CH}_2)_2\text{SMe}$ ,  $-(\text{CH}_2)_2\text{S-2-thiazoline}$ ,  $-(\text{CH}_2)_3\text{SMe}$ ,  $-\text{CH}=\text{CH-2-imidazole}$ ,  $(\text{CH}_2)_2\text{OC(=O)H}$ , methoxymethoxymethyl, ethoxymethoxymethyl, methoxyethoxymethyl, and 2-hydroxyethyl; and

the other of  $\text{R}^1$  and  $\text{R}^2$  is selected from the group consisting of hydrogen, halogen, methoxycarbonylvinyl, ethoxycarbonylvinyl, styryl, 2-pyridylvinyl, 4-pyridylvinyl, 2-pyridylethyl, 4-pyridylethyl, phenylethyl, nitro, amino, N-ethylurea, methoxypropynyl, hydroxypropynyl,  $-\text{COCH}_2\text{SEt}$ ,  $-\text{C}\equiv\text{CCH}_2\text{NMeBn}$ ,  $-\text{CH}=\text{CHEt}$ ,  $-(\text{CH}_2)_2\text{SMe}$ ,  $-(\text{CH}_2)_2\text{S-2-thiazoline}$ ,  $-(\text{CH}_2)_3\text{SMe}$ ,  $-\text{CH}_2\text{OMe}$ ,  $-\text{CH}_2\text{OEt}$ ,  $-\text{CH}_2\text{SEt}$ , pyridylthiomethyl,  $-\text{CH}_2\text{S-2-benzimidazole}$ ,  $-\text{CH}=\text{CHEt}$ ,  $-\text{CH}=\text{CH-2-imidazole}$ ,  $-(\text{CH}_2)_2\text{OC(=O)H}$ , methoxymethoxymethyl, ethoxymethoxymethyl, methoxyethoxymethyl, and 2-hydroxyethyl.

Claims 6-22 *(canceled)*